

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

**Ref. No. 270, 510**

**SECOND SUPPLEMENTAL DECLARATION OF ANDREW G. DIETDERICH  
IN SUPPORT OF DEBTORS' APPLICATION FOR AN ORDER  
AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
SULLIVAN & CROMWELL LLP AS COUNSEL TO THE DEBTORS AND  
DEBTORS-IN-POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

I, Andrew G. Dietderich, under penalty of perjury, declare as follows:

1. I am admitted to practice law in the State of New York and the Southern District of New York. I am a partner in the law firm of Sullivan & Cromwell LLP ("S&C" or the "Firm"), which maintains an office at 125 Broad Street, New York, NY 10004-2498. On December 21, 2022, I submitted a declaration in support of the *Debtors' Application for an Order Authorizing the Retention and Employment of Sullivan & Cromwell LLP as Counsel to the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date* [D. I. 270] (the "Application").<sup>2</sup> On January 17, 2023, I submitted a supplemental declaration in support of the Application [D.I. 510] (the "First Supplemental Declaration"). I submit this second

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<sup>1</sup> The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

<sup>2</sup> Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Application or the Original Declaration, as applicable.

supplemental declaration (this “Second Supplemental Declaration”) in further support of the Application. Unless otherwise stated in this Second Supplemental Declaration, I have personal knowledge of the facts set forth herein.

2. Below is a list of the core restructuring attorneys at S&C expected to work on these Chapter 11 Cases and their respective billing rates:

<b>S&amp;C Attorney</b>	<b>Hourly Rate</b>
Andrew G. Dietderich	\$2,165
James L. Bromley	\$2,165
Brian D. Glueckstein	\$2,165
Alexa J. Kranzley	\$1,855
Christian Jensen	\$1,475
Fabio Weinberg Crocco	\$1,395
Julie Petiford	\$1,395

Attached hereto as Exhibit 1 is a list of S&C timekeepers who billed more than 10 hours in connection with these Chapter 11 Cases from the Petition Date to November 30, 2022. In light of the size and complexities of these Chapter 11 Cases, additional S&C timekeepers may be added in consultation with Mr. Ray and his staff.

3. Footnote 4 of the First Supplemental Declaration is changed as follows: “Schedule 1 of the Original Declaration only included, among other things, the largest 179 customers and all ~~joint ventures and~~ non-Debtor affiliates and all joint ventures of the Debtors based on available information at the time. As the Debtors obtain additional access to books and records and information and additional customers and parties are identified, S&C will review, run the necessary searches, and make any further disclosures as necessary.”

4. S&C never represented any non-Debtor affiliates other than some incidental work that it did for FTX US that may have touched on non-Debtor LedgerX LLC (which is wholly owned by Debtor Ledger Holdings Inc.) post-acquisition.

5. S&C previously engaged Quinn Emanuel Urquhart & Sullivan, LLP on behalf of, and to provide assistant to, an S&C client in 2018. That matter, which was unrelated to the Debtors, has concluded.

6. Paragraph 70 of the First Supplemental Declaration is changed as follows: “I have reviewed the objection of the U.S. Trustee to the retention of S&C. S&C has been working with Juliet Sarkessian of the Office of the United States Trustee on supplemental disclosures since January 7, ~~2022~~2023. At no point in any discussion with Ms. Sarkessian has there been a substantial disagreement with Ms. Sarkessian on what information should be disclosed.”

7. Paragraph 71 of the First Supplemental Declaration is changed as follows: “I informed Ms. Sarkessian of the Office of the U.S. Trustee on ~~November~~January 10, ~~2022~~2023 that S&C would not be involved in any investigation with respect to Ryne Miller to the extent one is required.”

8. I am authorized to submit this Second Supplemental Declaration on behalf of S&C, and if called upon to testify, I would testify competently to the facts set forth herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: January 19, 2023  
New York, New York

By: /s/ Andrew G. Dietderich  
Andrew G. Dietderich  
Sullivan & Cromwell LLP

**Exhibit 1**

**List of S&C November Timekeepers with Greater than 10 Hours**

**FTX Trading Limited / Chapter 11 (024830.00009 + projects)**  
**Timekeeper List**

<b>Name</b>	<b>Office</b>	<b>Title</b>	<b>Billing Agreed Rate</b>
Andrew G. Dietderich	New York	Partner	\$2,165
Audra D. Cohen	New York	Partner	\$2,165
Brian D. Glueckstein	New York	Partner	\$2,165
Brian E. Hamilton	New York	Partner	\$2,165
Chris Beatty	London	Partner	\$2,165
Christopher J. Dunne	New York	Partner	\$2,165
Christopher J. Howard	London	Partner	\$2,165
Colin D. Lloyd	New York	Partner	\$2,165
David J. Gilberg	New York	Partner	\$2,165
David P. Hariton	New York	Partner	\$2,165
James L. Bromley	New York	Partner	\$2,165
James M. McDonald	New York	Partner	\$2,165
Kathleen S. McArthur	Washington DC	Partner	\$2,165
Keiji Hatano	Tokyo	Partner	\$2,165
Matthew J. Porpora	New York	Partner	\$2,165
Max Birke	Frankfurt	Partner	\$2,165
Mitchell S. Eitel	New York	Partner	\$2,165
Nicole Friedlander	New York	Partner	\$2,165
Oderisio de Vito Piscicelli	London	Partner	\$2,165
Samuel R. Woodall III	Washington DC	Partner	\$2,165
Sharon Cohen Levin	New York	Partner	\$2,165
Stephanie G. Wheeler	New York	Partner	\$2,165
Stephen Ehrenberg	New York	Partner	\$2,165
Stephen M. Salley	New York	Partner	\$2,165
Steven R. Peikin	New York	Partner	\$2,165
Anthony J. Lewis	Los Angeles	Partner	\$2,135
Evan S. Simpson	London	Partner	\$2,135
Jacob M. Croke	New York	Partner	\$2,135
Kamil R. Shields	Washington DC	Partner	\$2,135
Jeannette E. Bander	New York	Partner	\$2,030
Nicholas F. Menillo	New York	Partner	\$1,850
Jameson S. Lloyd	New York	Partner	\$1,595
Alexa J. Kranzley	New York	Special Counsel	\$1,855
Nirav N. Mehta	Tokyo	Special Counsel Expat	\$1,825
Jennifer L. Sutton	Washington DC	Special Counsel	\$1,790
Ryan P. Logan	New York	Special Counsel	\$1,790
Nick R.C. Berkeley	London	Special Counsel	\$1,595
Jonathan M. Sedlak	New York	Special Counsel	\$1,575
Shane R. Yeargan	New York	Special Counsel	\$1,575
William H. Wagener	New York	Special Counsel	\$1,575
Shihui Xiang	Tokyo	Practice Area Associate	\$810
Christian P. Jensen	New York	Associate	\$1,475
Justin R. Orr	New York	Associate	\$1,475
Michelle A. Vickers	Hong Kong	Associate	\$1,475
Mimi Wu	New York	Associate	\$1,475
Suniti N. Mehta	New York	Associate	\$1,475
James G. Simpson	London	Associate	\$1,440
Manon T. Scales	Washington DC	Associate	\$1,440
Michele C. Materni	New York	Associate	\$1,440
Sean P. Fulton	New York	Associate	\$1,440
Tyler W. Hill	London	Associate	\$1,440
Aaron J. Wiltse	New York	Associate	\$1,395
Aaron M. Levine	New York	Associate	\$1,395
Christopher M. Weldon	New York	Associate	\$1,395

**FTX Trading Limited / Chapter 11 (024830.00009 + projects)**  
**Timekeeper List**

<b>Name</b>	<b>Office</b>	<b>Title</b>	<b>Billing Agreed Rate</b>
Fabio Weinberg Crocco	New York	Associate	\$1,395
Frederik K. Uller	Frankfurt	Associate	\$1,395
Jeffrey W. MacDonald	New York	Associate	\$1,395
Julie G. Petiford	Washington DC	Associate	\$1,395
Mark C. Bennett	New York	Associate	\$1,395
Michael A. Haase	Frankfurt	Associate	\$1,395
Dylan M. Handelsman	New York	Associate	\$1,365
Jared H. Rosenfeld	New York	Associate	\$1,365
Kathleen T. Donnelly	New York	Associate	\$1,365
Meaghan Chas Kerin	New York	Associate	\$1,365
Mitchell N. Friedman	New York	Associate	\$1,365
Sarah H. Mishkin	London	Associate	\$1,365
Zoeth M. Flegenheimer	New York	Associate	\$1,365
Federico Ferdinandi	London	Associate	\$1,310
Marie-Ève Plamondon	New York	Associate	\$1,310
Walter Piazza	London	Associate	\$1,310
Alexander S. Holland	New York	Associate	\$1,205
Angela Zhu	New York	Associate	\$1,205
Daniel P. O'Hara	New York	Associate	\$1,205
Dermot P. Costello	London	Associate	\$1,205
Gabrielle N. Pacia	New York	Associate	\$1,205
HyunKyu Kim	New York	Associate	\$1,205
Linda Yao Chen	New York	Associate	\$1,205
Matthew L. Strand	New York	Associate	\$1,205
Medina M. Sadat	New York	Associate	\$1,205
Samantha B. Rosenthal	New York	Associate	\$1,205
Grier E. Barnes	New York	Associate	\$960
Hannah L. Masters	New York	Associate	\$960
Jason W. Gallant	New York	Associate	\$960
Jessica Ljustina	New York	Associate	\$960
Julia E. Paranyuk	New York	Associate	\$960
Leanne M. Van Allen	Washington DC	Associate	\$960
Ugonna Eze	New York	Associate	\$960
Adam J. Toobin	New York	Associate	\$775
Andrew B. Brod	New York	Associate	\$775
Arthur D. Courroy	London	Associate	\$775
Benjamin Zonenshayn	New York	Associate	\$775
Christian T. Hodges	New York	Associate	\$775
Colin A. Mark	New York	Associate	\$775
Corey J. Stern	New York	Associate	\$775
Dolan D. Bortner	New York	Associate	\$775
Dominick T. Gambino	New York	Associate	\$775
Edoardo Saravalle	New York	Associate	\$775
Emile R. Shehada	New York	Associate	\$775
Emma C. Downing	New York	Associate	\$775
Esther L.S. Loh	New York	Associate	\$775
Isaac S. Foote	New York	Associate	\$775
Jinny Lee	New York	Associate	\$775
Keila M. Mayberry	New York	Associate	\$775
Lana V. Levin	New York	Associate	\$775
Lilian Zhao	New York	Associate	\$775
Luke W. Ross	New York	Associate	\$775
M. Devin Hisarli	New York	Associate	\$775
Margaret S. House	Washington DC	Associate	\$775

**FTX Trading Limited / Chapter 11 (024830.00009 + projects)**  
**Timekeeper List**

<b>Name</b>	<b>Office</b>	<b>Title</b>	<b>Billing Agreed Rate</b>
Naiquan Zhang	New York	Associate	\$775
Nam Luu	Washington DC	Associate	\$775
Natalie A. Hills	New York	Associate	\$775
Nicole A. Miller	New York	Associate	\$775
Patrick D. Lee	New York	Associate	\$775
Phoebe A. Lavin	New York	Associate	\$775
Robert C. Lu	New York	Associate	\$775
Robert P. Schutt	New York	Associate	\$775
Tatum E. Millet	New York	Associate	\$775
William M. Scheffer	New York	Associate	\$775
Ting Ruan	London	Associate Expat	\$775
Jiawei Zhao	New York	Visiting Lawyer	\$775
Joaquín Abril-Martorell García	New York	Visiting Lawyer	\$775
Seungdong Baek	New York	Visiting Lawyer	\$775
Dario A. Rosario	New York	Paralegal	\$595
Jeffrey H. Chiu	New York	Paralegal	\$595
Matthew D. Wilson	Washington DC	Paralegal	\$595
Sophia Chen	New York	Paralegal	\$595
Ella S. Capen	New York	Paralegal	\$530
Ellie J. Loigman	Washington DC	Paralegal	\$530
Hannah S. Zhukovsky	New York	Paralegal	\$530
Helen O. Carr	New York	Paralegal	\$530
Austin R. Peay	Washington DC	Paralegal	\$425
Halloran N. Purcell	New York	Paralegal	\$425
Harrison Schlossberg	New York	Paralegal	\$425
Molly E. West	New York	Paralegal	\$425
Natalia Vasylyk	New York	Paralegal	\$425
Nicholas Smusz	New York	Paralegal	\$425
Stepan G. Atamian	New York	Paralegal	\$425
Mary R. McMahon	New York	Legal Analyst - Discovery	\$595
Bonifacio J. Abad	New York	Legal Analyst - Litigation	\$595
Camille A. Flynn	New York	Legal Analyst - Litigation	\$595
Dawn A. Harris-Cox	New York	Legal Analyst - Litigation	\$595
Dawn C. Samuel	New York	Legal Analyst - Litigation	\$595
Ehi G. Arebamen	New York	Legal Analyst - Litigation	\$595
Fareed Ahmed	New York	Legal Analyst - Litigation	\$595
Frank A. Jordan	New York	Legal Analyst - Litigation	\$595
Jenna Dilone	New York	Legal Analyst - Litigation	\$595
Joshua M. Hazard	New York	Legal Analyst - Litigation	\$595
LaToya C. Edwards	New York	Legal Analyst - Litigation	\$595
Nicole I. Isacoff	New York	Legal Analyst - Litigation	\$595
Nicolette S. Ragnanan	New York	Legal Analyst - Litigation	\$595
Phillip L. Baskerville	New York	Legal Analyst - Litigation	\$595
Robin Perry	New York	Legal Analyst - Litigation	\$595
Sally Hewitson	New York	Legal Analyst - Litigation	\$595
Shan Zhong	New York	Legal Analyst - Litigation	\$595
Terry M. Fukui	New York	Legal Analyst - Litigation	\$595
Brad Schaffel	New York	Electronic Discovery / Compliance	\$550
Carrie R. Fanning	New York	Electronic Discovery / Compliance	\$550
Eileen Y. L. Yim	New York	Electronic Discovery / Compliance	\$550
Eric M. Newman	New York	Electronic Discovery / Compliance	\$550
Faisal M. Sheikh	New York	Electronic Discovery / Compliance	\$550
Joseph F. Gilday	New York	Electronic Discovery / Compliance	\$550
Nicholas D. Wolowski	New York	Electronic Discovery / Compliance	\$550

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<b>Name</b>	<b>Office</b>	<b>Title</b>	<b>Billing Agreed Rate</b>
Stephen P. Dooley	New York	Electronic Discovery / Compliance	\$550
Gabriela Necula	London	Trainee Solicitor	\$550
Vanessa Chia	London	Trainee Solicitor	\$550